

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

IN RE: Bankr. No. 20-70248-JAD
LJF, INC., Chapter 11
Debtor. Related Doc. Nos.: 68 & 91

LJF, INC. & KF HOLDINGS, LP, Doc. # 303
Movants, FILED
12/16/21 4:15 pm
CLERK
U.S. BANKRUPTCY
COURT - WDPA

v.

NO RESPONDENTS.

STIPULATION AND CONSENT ORDER
REGARDING INCREASED DIP POSTPETITION FINANCING

AND NOW COME KF Holdings, LP (“**KF Holdings**”), by and through its undersigned counsel, and LJF, Inc. (the “**Debtor**”), by and through its undersigned counsel, and hereby file this *Stipulation and Consent Order Regarding Increased DIP Postpetition Financing* (the “**Stipulation**”); and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §1334; the Court finding that due notice and such opportunity for a hearing as is appropriate under the circumstances has occurred and that no further notice to any party in interest is required; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b); and after due deliberation and good and sufficient cause appearing therefor:

It is hereby **STIPULATED, AGREED, and ORDERED** as follows:

1. The Debtor has shown need for additional postpetition funding in the amount of \$100,000.00 now and \$100,000.00 upon confirmation of a plan of reorganization¹

¹ Such plan of reorganization must be a plan of reorganization approved by KF Holdings.

(collectively, the “**Additional Funds**”). KF Holdings has agreed to provide such Additional Funds funding to the Debtor on the same terms provided in the previous postpetition financing agreement. *See* Doc. Nos. 68 & 91.

2. If the Debtor does not receive the Additional Funds immediately, the Debtor will be unable to make necessary payments and the failure to make these payments may result in the Debtor’s inability to successfully reorganize.
3. The Debtor has agreed to comply with a proposed budget approved by KF Holdings, attached hereto as **Exhibit A** (the “**Budget for Additional Funds**”), in exchange for KF Holdings providing the Additional Funds.

CONSENTED AND AGREED TO:


LJF Trucking, Inc.
By: /s/ Leo Frailey
Leo Frailey*
President of the Debtor

*Original Signature attached hereto

KF Holdings, LP
By: /s/ Kirk B. Burkley
Kirk B. Burkley
PA I.D. 89511
601 Grant Street
Floor 9
Pittsburgh, PA 15219
(Tel) 412-456-8100
(Fax) 412-456-8135
kburkley@bernsteinlaw.com

SO ORDERED,

Dated: December 16, 2021


jsf
The Honorable Jeffery A. Deller
United States Bankruptcy Judge

LJF, Inc. Forecast Week Ending	Actual 10/8/21	Actual 10/15/21	Actual 10/22/21	Actual 10/29/21	Actual 11/5/21	Actual 11/12/21	1 11/19/21	2 11/26/21	3 12/3/21	4 12/10/21	5 12/17/21	
Revenue												
RES	\$ -	\$ 69,638	\$ -	\$ 69,874	\$ -	\$ -	\$ 56,934	\$ -	\$ 75,547	\$ -	\$ 75,829	
Roaring Run	64,870	63,391	73,990	69,309	67,217	63,690	55,268	73,781	77,549	79,067	76,724	
Other	-	2,155	-	225	2,183	409	-	-	-	-	-	
Miscellaneous Revenue	-	-	312	500	-	-	-	1,000	1,000	1,000	1,000	
Total Revenue	\$ 64,870	\$ 135,184	\$ 74,302	\$ 139,907	\$ 69,400	\$ 64,099	\$ 112,201	\$ 74,781	\$ 154,096	\$ 80,067	\$ 153,553	
Operating Expense												
Employee Benefits	-	-	-	3,638	-	-	-	-	5,490	-	-	
Fuel	24,531	22,441	23,571	26,790	26,056	11,333	46,488	28,403	27,000	28,500	28,250	
Insurance	226	71,949	1,049	-	226	-	43,659	13,400	1,049	42,381	1,237	
Licenses, Permits, Tolls, Etc.	9,000	308	10,042	16,422	9,000	-	-	9,000	9,000	-	8,750	
Payroll Expense	30,430	35,034	32,512	36,716	33,767	35,593	35,687	37,049	31,760	30,750	30,500	
Professional Fees	-	-	-	-	-	-	1,050	-	-	-	-	
Rent	700	700	700	700	700	700	700	700	700	700	700	
Repairs and Maintenance	25,729	17,870	6,767	28,636	11,607	11,892	13,037	8,275	8,275	9,500	9,500	
Utilities	-	135	-	340	-	-	-	340	-	-	900	
Other	1,934	963	-	427	36	311	1,050	2,500	1,500	1,500	1,750	
Total Operating Expenses	\$ 92,551	\$ 149,400	\$ 74,641	\$ 113,668	\$ 81,393	\$ 59,829	\$ 141,671	\$ 99,667	\$ 84,774	\$ 113,331	\$ 81,587	
Operating Income	\$ (27,681)	\$ (14,215)	\$ (339)	\$ 26,240	\$ (11,993)	\$ 4,270	\$ (29,470)	\$ (24,886)	\$ 69,322	\$ (33,264)	\$ 71,966	
Other Income/(Expense)												
Employee Retention Credits	-	-	-	-	-	-	-	-	-	-	-	
Factoring Expense	(1,960)	(2,419)	(2,961)	(2,510)	(2,305)	(2,342)	(2,350)	(2,200)	(2,300)	(2,420)	(2,300)	
Total Other Income/(Expense)	\$ (1,960)	\$ (2,419)	\$ (2,961)	\$ (2,510)	\$ (2,305)	\$ (2,342)	\$ (2,350)	\$ (2,200)	\$ (2,300)	\$ (2,420)	\$ (2,300)	
Net Income before Restructuring Costs	\$ (29,641)	\$ (16,635)	\$ (3,300)	\$ 23,730	\$ (14,297)	\$ 1,928	\$ (31,820)	\$ (27,086)	\$ 67,022	\$ (35,684)	\$ 69,666	
Restructuring Fees												
Trustee Fees	-	-	-	-	-	-	-	(11,473)	-	-	-	
Legal Fees	-	-	-	-	-	-	-	-	-	-	(8,425)	
Consultant Fees	-	-	-	-	-	-	-	-	-	-	(30,000)	
Total Restructuring Fees	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (11,473)	\$ -	\$ -	\$ (38,425)	
Net Income	\$ (29,641)	\$ (16,635)	\$ (3,300)	\$ 23,730	\$ (14,297)	\$ 1,928	\$ (31,820)	\$ (38,559)	\$ 67,022	\$ (35,684)	\$ 31,241	
Secured Debt Draws/(Payments)												
Payments	(10,153)	(14,752)	(7,076)	(5,690)	(4,063)	(9,190)	(7,076)	(28,148)	(872)	(5,000)	(15,908)	
Draws	-	-	-	-	-	-	50,000	50,000	-	-	-	
Total Secured Debt Draws/(Payments)	\$ (10,153)	\$ (14,752)	\$ (7,076)	\$ (5,690)	\$ (4,063)	\$ (9,190)	\$ 42,924	\$ 21,852	\$ (872)	\$ (5,000)	\$ (15,908)	
Total Cash Flow	\$ (39,794)	\$ (31,387)	\$ (10,376)	\$ 18,040	\$ (18,360)	\$ (7,262)	\$ 11,104	\$ (16,707)	\$ 66,150	\$ (40,684)	\$ 15,333	
Cash Balance							\$ 15,000	\$ 26,104	\$ 9,397	\$ 75,547	\$ 34,863	\$ 50,196

LJF, Inc. Forecast	6	7	8	9	10	11	12	13
Week Ending	12/24/21	12/31/21	1/7/22	1/14/22	1/21/22	1/28/22	2/4/22	2/11/22
Revenue								
RES	\$ -	\$ 77,985	\$ -	\$ -	\$ 74,700	\$ -	\$ 73,593	\$ -
Roaring Run	76,724	68,945	75,982	79,576	78,012	78,576	78,754	77,667
Other	-	-	-	-	-	-	-	-
Miscellaneous Revenue	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000
Total Revenue	\$ 77,724	\$ 147,930	\$ 76,982	\$ 80,576	\$ 153,712	\$ 79,576	\$ 153,347	\$ 78,667
Operating Expense								
Employee Benefits	-	5,132	-	-	-	5,132	-	-
Fuel	27,750	28,250	28,000	27,500	28,000	28,500	27,500	26,750
Insurance	13,400	-	42,381	1,350	13,400	-	42,398	12,000
Licenses, Permits, Tolls, Etc.	8,500	-	8,750	-	7,525	8,500	-	9,000
Payroll Expense	32,165	32,000	31,258	43,421	31,258	31,258	31,500	31,500
Professional Fees	-	-	-	-	-	-	-	-
Rent	700	700	700	700	700	700	700	700
Repairs and Maintenance	9,525	9,875	8,750	8,700	8,425	7,975	7,000	6,523
Utilities	-	-	575	-	900	-	575	-
Other	2,000	2,500	2,250	2,500	2,550	2,500	2,550	2,550
Total Operating Expenses	\$ 94,040	\$ 78,457	\$ 122,664	\$ 84,171	\$ 92,758	\$ 84,565	\$ 112,223	\$ 89,023
Operating Income	\$ (16,316)	\$ 69,473	\$ (45,682)	\$ (3,595)	\$ 60,954	\$ (4,989)	\$ 41,124	\$ (10,356)
Other Income/(Expense)								
Employee Retention Credits	-	-	-	-	-	-	-	-
Factoring Expense	(2,200)	(2,150)	(2,050)	(2,147)	(2,147)	(2,147)	(2,147)	(2,330)
Total Other Income/(Expense)	\$ (2,200)	\$ (2,150)	\$ (2,050)	\$ (2,147)	\$ (2,147)	\$ (2,147)	\$ (2,147)	\$ (2,330)
Net Income before Restructuring Costs	\$ (18,516)	\$ 67,323	\$ (47,732)	\$ (5,742)	\$ 58,806	\$ (7,136)	\$ 38,977	\$ (12,686)
Restructuring Fees								
Trustee Fees	-	-	-	-	-	-	-	(11,000)
Legal Fees	-	-	-	(8,245)	-	-	-	(8,425)
Consultant Fees	-	-	-	-	-	-	-	-
Total Restructuring Fees	\$ -	\$ -	\$ -	\$ (8,245)	\$ -	\$ -	\$ -	\$ (19,425)
Net Income	\$ (18,516)	\$ 67,323	\$ (47,732)	\$ (13,987)	\$ 58,806	\$ (7,136)	\$ 38,977	\$ (32,111)
Secured Debt Draws/(Payments)								
Payments	(11,000)	(20,134)	(11,000)	(5,000)	(22,016)	(11,000)	(12,705)	(5,000)
Draws	-	-	100,000	-	-	-	-	-
Total Secured Debt Draws/(Payments)	\$ (11,000)	\$ (20,134)	\$ 89,000	\$ (5,000)	\$ (22,016)	\$ (11,000)	\$ (12,705)	\$ (5,000)
Total Cash Flow	\$ (29,516)	\$ 47,189	\$ 41,268	\$ (18,987)	\$ 36,790	\$ (18,136)	\$ 26,272	\$ (37,111)
Cash Balance	\$ 20,680	\$ 67,869	\$ 109,137	\$ 90,150	\$ 126,940	\$ 108,804	\$ 135,076	\$ 97,965

(collectively, the “**Additional Funds**”). KF Holdings has agreed to provide such Additional Funds funding to the Debtor on the same terms provided in the previous postpetition financing agreement. *See* Doc. Nos. 68 & 91.

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3. The Debtor has agreed to comply with a proposed budget approved by KF Holdings, attached hereto as **Exhibit A** (the “**Budget for Additional Funds**”), in exchange for KF Holdings providing the Additional Funds.

CONSENTED AND AGREED TO:

LJF Trucking, Inc.
By: /s/ Leo Frailey
Leo Frailey
President of the Debtor

KF Holdings, LP
By: /s/ Kirk B. Burkley
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SO ORDERED,

Dated: _____

The Honorable Jeffery A. Deller
United States Bankruptcy Judge